

Anagnost Andrew
Form 4
August 29, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Anagnost Andrew

(Last) (First) (Middle)

111 MCINNIS
PARKWAY, AUTODESK, INC.

(Street)

SAN RAFAEL, CA 94903

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AUTODESK INC [ADSK]

3. Date of Earliest Transaction
(Month/Day/Year)

08/28/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/28/2017		S ⁽¹⁾	19,434 D	\$ 112.5044 125,316 ⁽³⁾ ⁽²⁾	D	
Common Stock	08/28/2017		S ⁽¹⁾	3,157 D	\$ 113.188 122,159 ⁽³⁾ ⁽⁴⁾	D	
Common Stock	08/28/2017		S ⁽¹⁾	1,413 D	\$ 114.7297 120,746 ⁽³⁾ ⁽⁵⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anagnost Andrew 111 MCINNIS PARKWAY AUTODESK, INC. SAN RAFAEL, CA 94903	X		President and CEO	

Signatures

Andy R. Sewell, Attorney-in-Fact for Andrew Anagnost 08/29/2017

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 03/06/2017.
- (2) Shares were sold in various amounts from \$112 to \$112.99 inclusive. The price listed here reflects the average weighted price.
- (3) The total securities beneficially owned includes 92,155 shares of unvested Restricted Stock Units.
- (4) Shares were sold in various amounts from \$113 to \$113.50 inclusive. The price listed here reflects the average weighted price.
- (5) Shares were sold in various amounts from \$114.5001 to \$115.14 inclusive. The price listed here reflects the average weighted price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.